

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

<p>In re:</p> <p>TALEN ENERGY SUPPLY, LLC, <i>et al.</i>,</p> <p style="text-align: center;">Debtors.¹</p>	§ § § § § § § § §	<p>Chapter 11</p> <p>Case No. 22-90054 (MI)</p> <p>(Jointly Administered)</p> <p>Re: Docket Nos. 237, 792, 996, 1081, 1228</p> <p>1431, 1438, 1694, 1736, 1746, & 1760</p>
--	---	---

**STIPULATION EXTENDING THE TEC BAR DATE AND FURTHER
EXTENDING THE GENERAL BAR DATE FOR THE RIVERSTONE PARTIES**

Talen Energy Supply, LLC and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “***Initial Debtors***”), including Talen Energy Corporation (“**TEC**” and, together with the Initial Debtors, the “**Debtors**”), together with (i) Riverstone Holdings LLC and its affiliated funds and entities² (“***Riverstone***”), (ii) the Riverstone Designees³ appointed to the Board of Managers of Talen Energy Supply, LLC, (iii) the members of the Board of Directors of TEC who are affiliated with Riverstone (the “***Riverstone Directors***”),⁴ (iv) Cumulus Growth Holdings LLC and each of its direct and indirect subsidiaries

¹ A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/talenenergy>. The Debtors’ primary mailing address is 1780 Hughes Landing Boulevard, Suite 800, The Woodlands, Texas 77380.

² Affiliated funds and entities include, but are not limited to: Raven Power Holdings LLC; C/R Energy Jade, LLC, and Sapphire Power Holdings LLC.

³ As defined in the Third Amended and Restated Limited Liability Company Agreement of Talen Energy Supply, LLC, these include David Leuschen, Pierre Lapeyre, Andrew Karian, John Staudinger, and Kevin Wang, and any other person who becomes a Riverstone Designee during these chapter 11 cases, each in their capacity as a Riverstone Designee.

⁴ These include David Leuschen, Pierre Lapeyre, Andrew Karian, and any other person affiliated with Riverstone who becomes a member of the Board of Directors of TEC during these chapter 11 cases, each in their capacity as a member of the Board of Directors of TEC.

(“**Cumulus Growth**”), and (v) Cumulus Digital Holdings LLC and each of its direct and indirect subsidiaries (collectively, “**Cumulus Digital**” and together with Riverstone, the Riverstone Designees, the Riverstone Directors, and Cumulus Growth, the “**Riverstone Parties**”) hereby enter into this stipulation (the “**Stipulation**”) as follows:

WHEREAS, on May 9, 2022, the Initial Debtors filed voluntary petitions for relief under title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of Texas (the “**Court**”);

WHEREAS, on May 18, 2022, the Court entered the *Order (I) Authorizing Debtors to (A) File a Consolidated Creditor Matrix and a Consolidated List of 30 Largest Unsecured Creditors and (B) Redact Certain Personal Identification Information and (II) Approving Form and Manner of Notifying Creditors of Commencement of Chapter 11 Cases and Other Information* [Docket No. 237] (the “**TES Bar Date Order**”), which established, among other things, August 1, 2022 at 5:00 p.m. (Prevailing Central Time) as the general claims bar date (the “**General Bar Date**”);

WHEREAS, on June 28, 2022, the Court entered the *Order (I) Establishing Procedures for Filing Proofs of Claim; and (II) Granting Related Relief* [Docket No. 792] (the “**Bar Date Procedures Order**”), which established procedures for filing proofs of claim;

WHEREAS, paragraph 2 of the Bar Date Procedures Order provides that the Initial Debtors may agree, in their sole discretion, to extend the General Bar Date on behalf of a requesting claimant;

WHEREAS, on July 27, 2022, counsel for the TEC Parties requested that the Initial Debtors extend the General Bar Date with respect to the TEC Parties by 45 days;⁵

⁵ “**TEC Parties**,” collectively refers to TEC and the Riverstone Parties.

WHEREAS, the Initial Debtors agreed to an initial extension of the General Bar Date with the TEC Parties and on July 30, 2022, filed a *Stipulation Extending the General Bar Date for Certain Entities Affiliated with Talen Energy Corporation* [Docket No. 996] (the “**First Extension Stipulation**”);

WHEREAS, on August 22, 2022, the Court entered the First Extension Stipulation [Docket No. 1081], which extended the General Bar Date for the TEC Parties until September 15, 2022 at 5:00 p.m. (Prevailing Central Time);

WHEREAS, the Initial Debtors agreed to a second extension of the General Bar Date with the TEC Parties and on September 14, 2022, filed a *Stipulation Further Extending the General Bar Date for Certain Entities Affiliated with Talen Energy Corporation* [Docket No. 1223] (the “**Second Extension Stipulation**”);

WHEREAS, on September 15, 2022, the Court entered the Second Extension Stipulation [Docket No. 1228], which extended the General Bar Date for the TEC Parties until October 31, 2022 at 5:00 p.m. (Prevailing Central Time);

WHEREAS, the Initial Debtors agreed to a third extension of the General Bar Date with the TEC Parties and on October 28, 2022, filed a *Stipulation Further Extending the General Bar Date for Certain Entities Affiliated with Talen Energy Corporation* [Docket No. 1431] (the “**Third Extension Stipulation**”);

WHEREAS, on October 31, 2022, the Court entered the Third Extension Stipulation [Docket No. 1438], which extended the General Bar Date for the TEC Parties until December 15, 2022 at 5:00 p.m. (Prevailing Central Time);

WHEREAS, on December 12, 2022, TEC filed a voluntary petition for relief under the Bankruptcy Code in the Court [*See* Docket. No. 1692; Case No. 22-90339] and the Initial Debtors

filed the *Emergency Motion of Debtors Requesting (I) Joint Administration of Additional Chapter 11 Case and (II) That Certain Orders in Chapter 11 Cases of Talen Energy Supply, LLC et al. be Made Applicable to Additional Debtor* [Docket No. 1683] to jointly administer TEC’s chapter 11 case with those of the Initial Debtors;

WHEREAS, on December 15, 2022, the Court entered the *Order Directing (I) Joint Administration of Additional Chapter 11 Case and (II) That Certain Orders in Chapter 11 Cases of Talen Energy Supply LLC et al. Be Made Applicable to Additional Debtor* [Docket No. 1736] (the “**Joint Administration Order**”), which established, among other things, March 2, 2023 at 5:00 p.m. (Prevailing Central Time), as the deadline for non-government units to file proofs of claim against TEC (the “**TEC Bar Date**”);

WHEREAS, the Debtors agreed to a fourth extension of the General Bar Date with the Riverstone Parties and on December 15, 2022, filed a *Stipulation Further Extending the General Bar Date for Certain Entities Affiliated with Talen Energy Corporation* [Docket No. 1746] (the “**Fourth Extension Stipulation**”);

WHEREAS, on December 20, 2022, the Court entered its *Findings of Fact, Conclusions of Law, and Order Confirming Joint Chapter 11 Plan of Talen Energy Supply, LLC and Its Affiliated Debtors* [Docket No. 1760]; and

WHEREAS, the Debtors agreed to a further extension of the General Bar Date and the TEC Bar Date for the Riverstone Parties to March 15, 2023 at 11:59 p.m. (Prevailing Central Time).

**NOW, THEREFORE, IN CONSIDERATION OF THE FOREGOING RECITALS, IT
HEREBY IS STIPULATED AND AGREED** as follows:

1. The date by which the Riverstone Parties must file their proofs of claim is extended to **March 15, 2023 at 11:59 p.m. (Prevailing Central Time)**.

2. Neither this Stipulation, nor any negotiations and writings in connection with this Stipulation, shall in any way be construed as or deemed to constitute: (a) an admission of liability by the Debtors with respect to any claim asserted by the Riverstone Parties; or (b) evidence of or an admission on behalf of any party regarding any claim or right that such party may have against the other party.

3. The undersigned hereby represent and warrant that they have full authority to execute this Stipulation on behalf of the respective parties and that the respective parties have full knowledge of, and have consented to, this Stipulation.

4. This Stipulation shall be effective immediately upon filing with the Court.

5. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Stipulation, and the Parties hereby consent to such jurisdiction to resolve any disputes or controversies arising from or related to this Stipulation.

STIPULATED AND AGREED TO THIS 29th DAY OF JANUARY, 2023:

WEIL, GOTSHAL & MANGES LLP

/s/ Gabriel A. Morgan

Gabriel A. Morgan (TX 24125891)
Clifford Carlson (TX 24090024)
700 Louisiana Street, Suite 1700
Houston, Texas 77002
Telephone: (713) 546-5000
Facsimile: (713) 224-9511
Email: Gabriel.Morgan@weil.com
Clifford.Carlson@weil.com

-and-

Matthew S. Barr (admitted *pro hac vice*)
Alexander Welch (admitted *pro hac vice*)
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Email: Matt.Barr@weil.com
Alexander.Welch@weil.com

-and-

Paul R. Genender (TX 00790758)
Jake Rutherford (TX 24102439)
200 Crescent Court, Suite 300
Dallas, Texas 75201
Telephone: (214) 746-7877
Facsimile: (214) 746-7777
Email: Paul.Genender@weil.com
Jake.Rutherford@weil.com

*Attorneys for Debtors
and Debtors in Possession*

VINSON & ELKINS LLP

/s/ David S. Meyer

David S. Meyer (admitted *pro hac vice*)
Jessica C. Peet (admitted *pro hac vice*)
Lauren R. Kanzer (admitted *pro hac vice*)
The Grace Building
1114 Avenue of the Americas, 32nd Floor
New York, New York 10036-7708
Tel: (212) 237-0000
Fax: (212) 237-0100
dmeyer@velaw.com; jpeet@velaw.com;
lkanzer@velaw.com

-and-

Paul E. Heath (TX 09355050)
Matthew W. Moran (TX 24002642)
Matthew D. Struble (TX 24102544)
Texas Tower
845 Texas Avenue, Suite 4700
Houston, Texas 77002
Tel: (713) 758-2222
Fax: (713) 758-2346
pheath@velaw.com; mmoran@velaw.com;
mstruble@velaw.com

Attorneys for the Riverstone Parties

CERTIFICATE OF SERVICE

I hereby certify that on January 29, 2023, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas, and will be served as set forth in the Affidavit of Service to be filed by the Debtors' claims, noticing, and solicitation agent.

/s/ Gabriel A. Morgan
Gabriel A. Morgan